

United States District Court  
Southern District of New York

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Carter Securities, LLC,

Plaintiff,

Affirmation

v.

07 Civ. 10671 (BSJ)

Marketing Worldwide Corporation,

Defendant.

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Kenneth A. Zitter, an attorney duly admitted to practice in this Court, hereby affirms under penalties of perjury.

1. Attached hereto as Exhibit A is a true copy of a Term Sheet duly executed by Vision Opportunity Master Fund, Ltd. ("VOMF") and Marketing Worldwide Corporation ("MWWC") on or about January 30, 2007.

2. Attached hereto as Exhibit B is a true copy of a Term Sheet duly executed by VOMF and MWWC on or about March 11, 2006.

3. Attached hereto as Exhibit C is a true copy of the Stock Purchase Agreement executed by VOMF and MWWC on or about April 23, 2007.

4. Attached hereto as Exhibit D are true copies of the Series D, E and F Warrants issued pursuant to the Stock Purchase Agreement.

Dated: New York, New York  
January 28, 2008

Law Offices of Kenneth A. Zitter

By  \_\_\_\_\_

Kenneth A. Zitter

Attorneys for Plaintiff

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